

Schedule 3.7

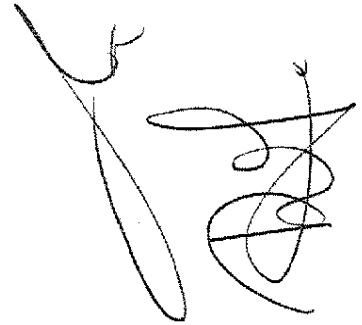
JOSEPH ABBOD WORLDWIDE


Most recent MGR payment received, by Licensee

Company	Product Categories	\$ Amount	Date paid	Invoice #	Check #
Avon	Tablecloths, Place Mats, Kitchen Textiles	17,500	4/3/00	355	11297
Bess Manufacturing	Decorative Pillows	10,000	4/4/00	356	15702
Carnival	Men's Clothing, Furn., Sportswear, Accessories	10,000	5/17/00	375	Wire transfer
Couristan	Woven and Printed Area Rugs	10,000	1/20/00	371	63037
Creative Bath	Shower Curtains and Accessories	10,000	4/24/00	357	33229
E. Gluck Corp.	Men's Watches & Timepieces	10,000	4/3/00	348	40538
EuroItalia / EuroParfums	Men's Fragrance	33,459	1/20/00	327	Wire transfer
Excel	Flatware	3,750	8/9/99	309	71882
Florsheim	Men's Shoes	75,000	4/26/00	349	047142
General Motors Corporate, (consulting)	Design promotional collection for 2000 Olympic games	90,000 (final payment)	3/6/00	328	2294103
General Motors, Buick Regal, (license)	Style Buick Regal (1 st pymt expected Oct 2000)	No MGR			
GFT	Sportswear (1 st Quarter)	212,156	4/28/00	R-JAS 3/00	050294
GFT	Men's Tailored Clothing, and Furnishings	387,500	3/31/00		049971

Company	Product Categories	\$ Amount	Date paid	Invoice #	Check #
Hedaya	Hand Made Quilts & Accessories	12,500	4/19/00	358	016182
Humphreys Inc.	Men's Belt and Small Leather Goods	100,000	2/18/00	332	68139
Imperial	Wall Coverings	15,000	1/21/99	213	1004075
Induter / Atrium / Davidson	Bedding, Bath, Blanket & Beach	25,000	4/6/00	359	Wire transfer
Kravet	Decorative Fabrics	6,250	3/27/00	360	138478
Majestic Industries	Men's Swimwear, Sleepwear, Robes & Loungewear	20,000	3/27/00	361	238
Onward Kashiya	Men's Tailored Clothing, Furnishings and Sportswear	81,000	4/11/00	350	50104 (GFT)
Pancaldi (license in litigation)	Womens Shoes	10,000	2/16/99	210	2009
Pietrafesa Corp.	Men's Overcoats	10,000	1/19/00	320	82631
PTS America	China	10,000	4/30/99	258	4931
Quentin Ashford	Men's Sterling Silver Jewelry	8,750	1/20/00	372	241
Sergio Pellari/ADC	Women's Collection	8,190	4/6/00	346 (partial)	2578
Simmons	Mattresses and Box Springs	37,500	1/6/00	373	3201064
United Feather & Down	Down Comforters and Pillows	15,000	4/3/00	362	1001558
V. Fraas	Men's Scarves Women's Scarves	7,500	3/28/00	353	9360

Whaling Mfg. Co.	Men's Rainwear	18,750	4/25/00	354	0070
------------------	----------------	--------	---------	-----	------

Handwritten signature or initials, possibly reading "J. E." or similar, written in black ink.



Avon *Living Fishbans*

75 Lundquist Drive • Braintree, MA 02184

BANKBOSTON, NA
MAINE

52-153
112

CONTROL
NO.

011297

CHECK DATE	CHECK NO.
3/28/00	11297

***SEVENTEEN THOUSAND FIVE HUNDRED AND NO/100 DOLLARS

PAY TO THE ORDER OF:

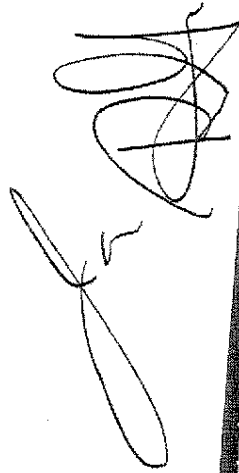
HOUNDSTOOTH CORP.
49 WEST 57TH STREET
NEW YORK NY 10019

CHECK AMOUNT

\$ ***17,500.00



011297 011201539 80 006 161



BESS MANUFACTURING COMPANY
1807-27 EAST HUNTINGDON STREET
PHILADELPHIA, PA 19125

PNC BANK
NATIONAL ASSOCIATION
PHILADELPHIA, PA

NO. 015702

3-5
310

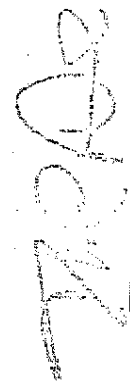
DATE	AMOUNT
03-24-00	*****10,000.00

PAY THIS AMOUNT

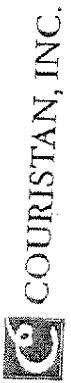
TEN THOUSAND AND 00/100 DOLLARS

TO THE
ORDER OF:

HOUNDSTOOTH CORP
JOSEPH ABBOD CO-E.L. JOHNSON
650 FIFTH AVE 20TH FLOOR
NEW YORK, NY 10019



⑈015702⑈ ⑆0310000053⑆ 8602511311⑈



HOUNDSTOOTH CORP

\$10,000.00

063037



COURISTAN, INC.

TWO EXECUTIVE DRIVE
FORT LEE, NJ 07024

The Bank of New York (Delaware)
Newark, Delaware

063037

62-35
311

PAY

TO THE

ORDER OF

HOUNDSTOOTH CORP

CHECK AMOUNT

\$10,000.00

DATE

1-20-00

AUTHORIZED SIGNATURE

⑈063037⑈ ⑈031100351⑈ ⑈0300971326⑈

[Signature]

1-12/280 33229

CREATIVE BATH PRODUCTS, INC.
250 CREATIVE DRIVE
CENTRAL ISIP, NY 11722

PAY AMOUNT OF 4-19-00 Hands-tooth Corp.

EXPLANATION	AMOUNT
Jan-March Royalties	

THE SUM 10000 DOLLARS

TO THE ORDER OF

DATE	DESCRIPTION	DOLLARS
4-19-00	Hands-tooth Corp.	10000.00

CHECK NUMBER 33229

CHECK AMOUNT \$ 10,000.00

CHEMICAL BANK
615 GRAND BOULEVARD, DEER PARK, NY 11729

033229 028000121 844 105465

MP

[Handwritten signature]

FLEET BANK, NATIONAL ASSOCIATION
 Route 22
 Goldens Bridge, NY 10526
 (516) 531-6515



E. GLUCK CORPORATION
 29-10 THOMSON AVENUE
 LONG ISLAND CITY, NY 11101

CHECK NO. **0040538**

1-32
219

DATE
03/31/00

PAY THIS AMOUNT		
*****10,000	dollars	NO
		cents



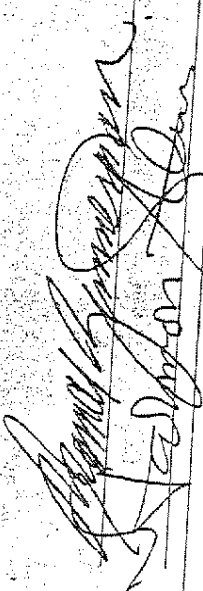


AMOUNT OF CHECK
*****10,000.00

TO THE ORDER OF
 HOUNDSTOOTH CORP.
 C/P JOSEPH ABOUD
 650 FIFTH AVE. 27th FL.
 NEW YORK, N.Y.

10019

[Handwritten signature]

⑈0040538⑈ ⑆021900325⑆ 2598 02 3011⑈

		HARRIS BANK ROSELLE ROSELLE, ILLINOIS	70-1558 719
100 ANDREWS ROAD HICKSVILLE, NY 11801	DATE	8/09/99	CHECK NO.
			71882
PAY EXACTLY	*****3,750 DOLLARS 00 CENTS		
PAY TO	JOSEPH ABOUD WORLDWIDE 49 W 57th ST NEW YORK NY 10019		
			
			
			
	⑆071882⑆ ⑆071915580⑆ 04⑆253⑆272⑆9⑆		

FLORSHEIM GROUP INC.

DATE: 04/20/00

CUST. ACCT. NO.

VENDOR NAME HOUNDSTOOTH CORPORAT

VENDOR NO:

No. 047142
91811

5000003153

349/JA LICENSE

03/06/00

75,000.00

0.00

75,000.00

[Handwritten signature]

DETACH AND RETAIN THIS STATEMENT AS YOUR RECORD OF PAYMENT.

Thank You

0.00

75,000.00

THE WORD VOID WILL APPEAR IF THIS CHECK IS COPIED IN ANY MANNER

FLORSHEIM GROUP INC.

North LaSalle Chicago, IL 60601-1014

FLORSHEIM

Bankers Trust (Delaware)
Wilmington, Delaware

62-38
311

No. 047142

SEVENTY-FIVE THOUSAND DOLLARS AND 00/100 ***

HOUNDSTOOTH CORPORATION

N/A
STATELESS

04/20/00 \$***75,000.00*

[Handwritten signature]

THE WORD VOID WILL APPEAR IF THIS CHECK IS COPIED IN ANY MANNER

AUTHORIZED

THE FACE AND BACK OF THIS DOCUMENT HAVE MULTIPLE SAFETY FEATURES

JA APPAREL CORP.

MEADOWS OFFICE COMPLEX
301 Route 17 North, Rutherford, NJ 07070

GRUPPO-GEF

DATE 03/27/00

THE BANK OF NEW YORK
WHITE PLAINS, NY.

1-1 145
210

NO. 049971

PAYABLE IN U.S. FUNDS

AMOUNT
\$387,500.00

49971

THREE HUNDRED EIGHTY-SEVEN THOUSAND FIVE HUNDRED AND 00/100

VOID AFTER 180 DAYS

TO THE ORDER OF
HOUNDSTOOTH CORPORATION
450 FIFTH AVENUE
27 FL.
NEW YORK

NY 10019
ATTN: MR. JOSEPH ABBOND

JA APPAREL CORP.

By 
AUTHORIZED SIGNATURE

By 
AUTHORIZED SIGNATURE

⑈00049971⑈ ⑈021000018⑈

11 7192⑈



CHECK PAYMENT NBR.

1612 HOUNDSTOOTH CORPORATION

INVOICE	DESCRIPTION	DATE	P.O. NO.	GROSS AMT.	DISCOUNT	NET AMOUNT
R-JAS-3/00 WJAS-3/00C		03/31/00 03/31/00		213152.00 996.00-		213152.00 996.00-
TOTALS				212156.00		212156.00

JA APPAREL CORP. - MEADOWS OFFICE COMPLEX
301 Route 17 North, Rutherford, NJ 07070

JA APPAREL CORP.
MEADOWS OFFICE COMPLEX
301 Route 17 North, Rutherford, NJ 07070

GRUPPO GFT

DATE 04/26/00

THE FACE AND BACK OF THIS DOCUMENT HAVE MULTIPLE SAFETY FEATURES
PLEASE DETACH BEFORE CASHING

THE BANK OF NEW YORK
WHITE PLAINS, N.Y.

1-1 145
210

NO. 050294

PAYABLE IN U.S. FUNDS

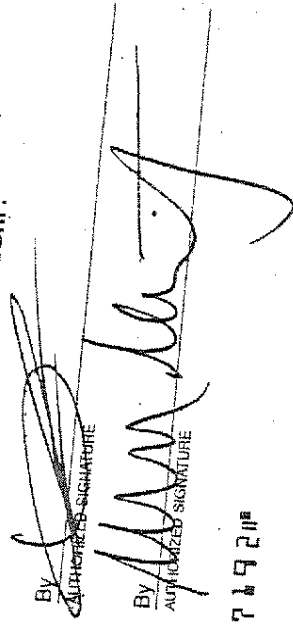
AMOUNT
***\$212,156.00

VOID AFTER 180 DAYS

THE SUM 212156 DOLLARS

TO
THE
ORDER
OF
HOUNDSTOOTH CORPORATION
650 FIFTH AVENUE
27 FL.
NEW YORK NY 10019
ATTN: JOSEPH ABBODD

JA APPAREL CORP.

By  AUTHORIZED SIGNATURE

⑈00050294⑈

⑈021000018⑈

14 7192⑈

J O S E P H
A B B O U D

April 28, 2000

Mr. Joseph Abboud, President
Houndstooth Corporation
90 Pine Brook Road
Bedford, NY 10506

Dear Mr. Abboud:

In accordance with the license agreement of January 19, 1996, our records indicate the following for Mens Sportswear for the period Jan. 1, 2000 to Mar. 31, 2000.

Net Sales, Full-Price Products	<u>\$3,760,323</u>	
Percentage Royalty @ 5% :		\$188,016
Net Sales, Off-Price Products	<u>759,027</u>	
Percentage Royalty @ 2% :		\$15,181
Net Sales, Sub-Licensed Affiliates- Canada	<u>199,110</u>	
Percentage Royalty @ 5% :		\$9,956
Net Sales, Sub-Licensed Affiliates- Australia	<u>N/A</u>	
Percentage Royalty @ 5% :		\$0
Commission Income, Third Party - Mexico	<u>0</u>	
Your Share @ 50%		\$0
Percentage Royalty, 3-31-00		\$213,152
Less: 10% Canadian W/H Tax		996
Less: 10% Australian W/H Tax		0
Percentage Royalty Due, to 3-31-00		<u>\$212,156</u>

Very Truly Yours,
JA Apparel Corp.

Wayne Markowitz
Executive V.P., C.A.O., C.F.O.

IEDAYA HOME FASHIONS, INC. • 255 18TH ST. BROOKLYN, N.Y. 11215

NO. 016182

CHECK NO.	INVOICE NO.	INVOICE DATE	VOUCHER NUMBER	INVOICE AMOUNT	DISCOUNT	PAYMENT AMOUNT
16182	358	3/6/00		\$12,500.00		\$12,500.00
TOTALS						

IEDAYA HOME FASHIONS, INC.

116TH ST. BROOKLYN, N.Y. 11215 • (718) 965-3050



CHASE
The Chase Manhattan Bank
349 Fifth Avenue
New York, NY 10016

NO. 016182

CHECK DATE	CHECK NO.
4/19/00	16182

NOTE: ORIGINAL CHECK HAS MICROPRINTING ON THE SIGNATURE LINE AND RED CHECK NUMBERS IMAGE THROUGH TO THE BACK OF THE SHEET.

CHECK AMOUNT
\$12,500.00

TO
ER

Foundatooth Corp.

⑈016182⑈ ⑆021000021⑆003931609⑈

[Signature]
AUTHORIZED SIGNATURE

70-2322
719

IHDG™ Imperial Home Decor Group™ 23645 Mercantile Rd.
Beachwood, Ohio 44122 Check No. **1004075**

Invoice Date		Voucher No.	Invoice Number	Gross Amount	Payment Amount
Mo	Day	Yr.			
01	18	99	66790	ROYALTY 15,000.00	15,000.00

IHDG™
Imperial Home Decor Group™
23645 Mercantile Rd. • Beachwood, Oh. 44122

Date January 19, 1999

56-1544
441

Check No. **1004075**

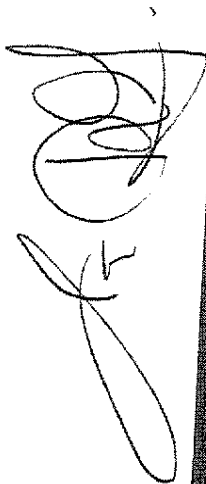
Pay to the order of
Houndstooth Corp.
90 Pine Brook Road
Bedford NY 10506

PAY EXACTLY
*****15,000.00
NOT VALID AFTER 90 DAYS

[Signature: Donald J. Lubric]
[Signature: Harry E. Bell]

BANK ONE, NA
CINCINNATI, OH

⑈ 1004075⑈ ⑈ 01181999⑈ 986618354⑈



INDUTER U.S.A., INC. 1478

PAY TO THE ORDER OF Poundstooth Corp. DATE March 28th 2000

Twenty thousand and zero cents \$ 25,000.00

PANCO ESPANOL DE CREDITO S.A. DOLLARS 1478

NEW YORK BRANCH
730 Fifth Avenue, New York, N.Y. 10019

LIBRO 111, 359

1:02600901,71: 29331,2011



KRAVET FABRICS, INC.
225 CENTRAL AVENUE SOUTH
BETHPAGE, NY 11714

THE BANK of NEW YORK
White Plains, NY
50-828/219

138478

PAY TO THE ORDER OF: SIX THOUSAND TWO HUNDRED FIFTY AND 00/100 DOLLARS

HOUNDSTOOTH CORP
49 W 57TH ST
3RD FL
NEW YORK NY 10019

DATE

AMOUNT

0138478 03/22/2000 *****\$6,250.00

KRAVET FABRICS, INC.
[Signature]
AUTHORIZED SIGNATURE

⑈ 138478 ⑈ ⑆021908288⑆ 98⑈702415⑈

Security features. Details on back.

[Handwritten signature]

PAYABLE THROUGH THE TORONTO DOMINION BANK, 31 WEST 52ND STREET, NEW YORK, N.Y. 10019-6101
MAJESTIC INTERNATIONAL USA, INC.
3700 JEAN RIVARD STREET
MONTREAL, QUEBEC H1Z 4K3

0238
U.S. DOLLAR ACCOUNT
1-324/250

DATE APRIL 1, 2000

PAY to the order of Houndstooth Corp.

\$ 20,000.00

LA SUMME DE 20.000 dollars
THE SUM OF 20.000 dollars

TO BANK
COMMERCIAL BANKING CENTRE
3530 ST-LAURENT BLVD. 8 PRINCE ARTHUR ST.
MONTREAL (QUEBEC) H2X 2V3 47201-004

DOLLARS ☒ ~~100~~ ~~RECEIVED~~
MAJESTIC INTERNATIONAL USA, INC.

Security Features Included

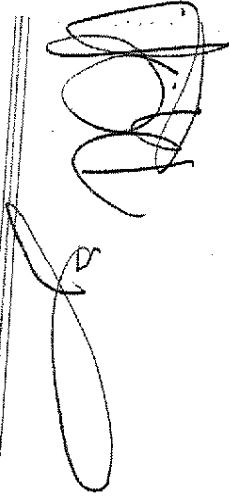
RE 2000 2500 M.G.L. Re Joseph Abouad

PER

PER

⑈000238⑈ ⑈026003243⑈ 0040⑈7303730⑈

⑈ THIS DOCUMENT CONTAINS SECURITY FEATURES. SEE REVERSE ⑈



CHECK PAYMENT NBR.

1612 HOUNDSTOOTH CORPORATION

INVOICE	DESCRIPTION	DATE	P.O. NO.	GROSS AMT.	DISCOUNT	NET AMOUNT
1000	VIA M. WEINBER	03/22/00		\$1000.00	0.00	\$1000.00
				TOTALS	0.00	\$1000.00

JA APPAREL CORP. - MEADOWS OFFICE COMPLEX
301 Route 17 North, Rutherford, NJ 07070

JA APPAREL CORP.
MEADOWS OFFICE COMPLEX
301 Route 17 North, Rutherford, NJ 07070
GRUPPO GEP

THE FACE AND BACK OF THIS DOCUMENT HAVE MULTIPLE SAFETY FEATURES
PLEASE DETACH BEFORE CASHING
THE BANK OF NEW YORK
WHITE PLAINS, NY.

DATE 04/10/00
EIGHTY-ONE THOUSAND AND 00/100

NO. 050104

PAYABLE IN U.S. FUNDS

AMOUNT
*****\$1000.00

VOID AFTER 180 DAYS

TO THE ORDER OF
HOUNDSTOOTH CORPORATION
650 FIFTH AVENUE
27 FL.
NEW YORK
ATTN: MR. JOSEPH ABBOND
NY 10019

JA APPAREL CORP.

By AUTHORIZED SIGNATURE

By AUTHORIZED SIGNATURE

⑈00050101⑈ ⑆021000018⑆

11 719211

Grunt Daniel 2/16
" Germany 2/16
Grunt GB 2/16

PANSHOES USA INC.
41 E. 57TH ST., 38TH FLR.
NEW YORK, NY 10022

PAY TO THE ORDER OF Handelsbank Corp

DATE 2/16/99 1-2-98 210

\$ 10,000.00 DOLLARS

FOR Int'l No

CHASE The Chase Manhattan Bank
598 Madison Avenue
New York, NY 10022

10020091 02100002 111605 21951

2009

10020091 02100002 111605 21951

[Handwritten signature]

FOR:

REF. NO.	YOUR INVOICE NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN	NET CHECK AMOUNT
0100	320	12/03/99	DEC 99 ROY	10,000.00	.00	10,000.00
				10,000.00	.00	10,000.00

THIS DOCUMENT CONTAINS VOID PANTOGRAPH AND MICROPRINT SIGNATURE LINES

CHECK NO. 082631
 PNC Bank, National Association 60-162
 Jeannette, PA 433

CHECK AMOUNT
 \$*****10,000.00

TWO SIGNATURES REQUIRED
 AUTHORIZED SIGNATURE
 AUTHORIZED SIGNATURE

HOUND 7400 MORGAN ROAD • LIVERPOOL, N.Y. 13090-3900
 HOUNDSTOOTH CORP.
 ATTN: E. LEACH JOHNSON
 650 FIFTH AVENUE, 20TH FLOOR
 NEW YORK, NY 10019

CHECK DATE 12/29/99
 VENDOR NO.

THOUSAND DOLLARS ONLY

082631 0013301627 1014771775

[Handwritten signature]

PTS AMERICA INC

CD	REFERENCE #	DATE	VOUCHER	BATCH	GROSS	%	DISCOUNT	OTHER	NET
I		04/28/99	0004470	0428	10000.00		0.00		10000.00
					TOTALS		0.00	0.00	10000.00

I = INVOICE
OA = ON ACCOUNT
CM = CREDIT MEMO
DB = DEBIT MEMO

PTS AMERICA INC
222 FIFTH AVENUE
NEW YORK, NY 10001-7701

CHEMICAL
CHEMICAL BANK
633 THIRD AVENUE
NEW YORK, NY 10017

CD-0428

CHECK DATE	CHECK NUMBER
04/28/99	4931

CHECK AMOUNT
*****10000.00

1-12 0937
210

PAY
EXACTLY
TEN THOUSAND AND 00/100

TO
THE
ORDER
OF
HOUNDSTOOTH CORP
JOSEPH ARBOUD WORLDWIDE
149 WEST 57TH STREET
NEW YORK, NY 10019

⑈0004931⑈ ⑆021000128⑆114 010028⑈

AUTHORIZED SIGNATURE

[Handwritten Signature]

[Handwritten Signature]

[Handwritten Signature]

QUENTIN ASHFORD OF LONDON
DIV. MEN'S ACCESSORIES GROUP LTD.

Date 01-13-2000

241
1-327/260

PAY TO
THE ORDER OF HOUNDSTOOTH CORP. \$ 8750.00

Eighty Seven Hundred Fifty and no/100 DOLLARS

BROADWAY NATIONAL BANK
855 AVENUE OF THE AMERICAS
NEW YORK, NY 10001

FOR Jason Ashford Workman License 1st MGR.

Security features included. Details on back.

MP

1-800-238-8222

0260032721 32 1013 511 0241

DESIGNER CHECKS - BLUE CLASSIC

05/14/2000 15:28 2122239390
03/06/2000 17:22 2122239390

ABBOUD WORLDWIDE
JOSEPH ABBOUD WW

PAGE 01
PAGE 02

JOSEPH  ABBOUD
Worldwide

**INVOICE - DEBT DUE TO
HOUNDSTOOTH CORP**

DATE	INVOICE NO.
3/6/00	346

BILL TO

SERGIO PELLARI, INC.
ATTN: ANGELO DELLA CROCE
49 WEST 57TH STREET
NEW YORK, NY 10019

PAYMENT INSTRUCTIONS

PLEASE MAKE CHECK PAYABLE TO
HOUNDSTOOTH CORP.

SEND TO:

ATTN: E. LEACH JOHNSON
JOSEPH ABBOUD COMPANY
650 FIFTH AVE. 20TH FLOOR
NEW YORK, NY 10019

ITEM	DESCRIPTION	TERMS	DUE DATE	AMOUNT
MGR	MINIMUM GUARANTEED ROYALTY PAYMENT	BY DUE DATE	3/30/00	12,230.00

SERGIO PELLARI INC.

2578

1-777/290 G

PAY
TO THE
ORDER OF

APRIL 1 2000
HOUNDSTOOTH CORP - \$ 8190.00

EIGHT THOUSAND ONE HUNDRED NINETY - 00 DOLLARS



STERLING NATIONAL BANK
425 Park Ave.
New York, N.Y. 10012

Angelo Della Croce

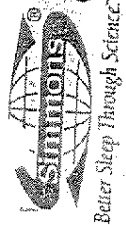
⑈002578⑈ ⑆026007773⑆ 03 109861⑈0⑆

Rec'd	4/6/00
QB	4/10/00
F/S detail	4/10/00
F/S summary	4/10/00

MGR

TOTAL \$12,230.00

ABBOUD WORLDWIDE 49 WEST 57TH STREET, NEW YORK, NY 10019
TEL 212.223.9494 FAX 212.223.9000



CORPORATE

WACHOVIA BANK, N.A.
ATLANTA, GA

VOID AFTER 180 DAYS

PAY

THE SUM OF

37,500 00
DOLLARS AND CENTSTO THE
ORDER OF

Joseph Abboud

SIMMONS COMPANY

CHECK DATE
1 05 99PAY THIS AMOUNT
\$37,500.00

SIMMONS COMPANY

Joseph L. Pic
J. L. Vanden

CHECK NO. 03201064

REFERENCE

⑈0003201064⑈ ⑈061113279⑈ 07 535 1,66⑈

COUNTERSIGNED

INVOICE NUMBER	INVOICE DATE	VOUCHER NO.	GROSS AMOUNT	DISCOUNT AMOUNT	NET AMOUNT PAID
10300	01 03 00		\$37,500.00		\$37,500.00

CHECK NO.	CHECK DATE	VENDOR NUMBER	VENDOR NAME	TOTAL AMOUNT OF CHECK
03201064	1 05 99		Joseph Abboud	\$37,500.00

Rec'd	1/6/00
QB	3/23/00
F/S detail	3/28/00
F/S summary	3/29/00

United Feather & Down
414 East Golf Road
Des Plaines, IL 60016
(847) 296-6500

State Street Bank & Trust Co.
Boston, MA 02101

CHECK NO. 1001558

5-2/110

DATE

03/28/2000

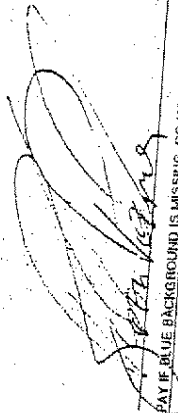
AMOUNT

\$15,000.00

PAY Sum of Fifteen Thousand and 00/100 Dollars

TO THE
ORDER
OF

HOUNDSTOOTH CORP.



⑈ 1001558 ⑈ ⑆ 011000028 ⑆ ⑈ 69507879 ⑈



V. FRAAS U.S.A., INC.

TOTAL ***

7500,00

BAYERISCHE Vereinsbank AG
(Union Bank of Bavaria)
New York Branch, 335 Madison Ave.,
New York, N.Y. 10017

V. FRAAS (U.S.A.) INC.
350 FIFTH AVENUE,
SUITE 4601
NEW YORK, NEW YORK 10118

352 1-880
260

9360

PAY*****7,500,00*****

***7,500,00
AMOUNT

TO THE ORDER OF
JOSEPH ASSOUD
WORLDWIDE

DATE
3.23.00

V. FRAAS (U.S.A.) INC.

PER

AUTHORIZED SIGNING OFFICER

⑆026008808⑆ 514⑆120677⑆00⑆

INVOICE NUMBER	INVOICE DATE	DESCRIPTION	GROSS AMOUNT	DISCOUNT	NET AMOUNT
354	231350	VENDOR 3/06/00 HOUNDSTOOTH CORP. ACCR ROY PAY	18750.00	CHECK DATE .00	4/06/00 18750.00
CHECK NUMBER	65040	TOTALS	18750.00	00	18750.00



Whaling Mfg., Co., Inc.
Whaling Industries, Inc.

387 QUARRY STREET • FALL RIVER, MA 02723



CHECK DATE CHECK NO.
 4/06/00 65040

CHECK AMOUNT
 *****18,750.00*****

EIGHTEEN THOUSAND SEVEN HUNDRED FIFTY AND 00/100 *****18,750.00*****

TO THE ORDER OF
 HOUNDSTOOTH CORP.
 JOSEPH ABBOD COMPANY
 650 FIFTH AVE. 20TH FLOOR
 NEW YORK NY 10019

James V. Vero
 AUTHORIZED SIGNATURE

⑈000065040⑈ ⑆01100805⑆ 574 02840⑈

Section 7.2 JOSEPH ABBOUD WORLDWIDE

Licensee List - Apparel

Product Categories	Label	Launch	Company	Contact (Bold indicates CEO / President / Director, etc.)	Phone	Fax
Men's Tailored Clothing, Furnishings, Golfwear and Sportswear	Joseph Abboud Diamond Label Joseph Abboud Black Label	Spring 1989 Spring 1999	GFT/JA Apparel 650 5 th Ave. NYC 10019	Mr. Bob Wischer Ms. Traci Young	212-586-9140 800-999-0600	212-315-2636
Men's Overcoats	Joseph Abboud Diamond Label Joseph Abboud Black Label	Fall 2000	Pietrafesa Corp. 7400 Morgan Rd. Liverpool, NY 13090 551 Madison Avenue NYC 10022	Mr. Richard Pietrafesa Mr. John McCoy Mr. Patrick Holmes	315-453-4300 212-969-9683	315-451-5459 212-581-3980 212-969-9498
Men's Swimwear, Sleepwear, Robes & Loungewear	Joseph Abboud Collection and Joseph Abboud Diamond Label	Spring 1998	Majestic Industries 3700 Jean Rivard Montreal, Quebec H1Z 4K3 Canada 9 Nursery La. Westport, CT 06880	Mr. Sam Landsman Mr. Peter Zucker	514-727-2000 203-226-9976 800-361-0385	514-727-2727 203-227-3213
Men's Rainwear	Joseph Abboud Diamond Label	Fall 1999	Whaling Mfg. Co. 650 5 th Ave. NYC 10019	Mr. James Pavao Mr. Ben Miller	508-678-9061 212-245-0830 800-225-8554	508-678-9726 212-581-1225
Women's Collection	Joseph Abboud Collection	Fall 1997	Sergio Pellari/ADC 49 W. 57 th St. 4 th Floor NYC 10019	Mr. Angelo Della Croce Mr. John Hollyer	212-750-5606	212-750-5537

JOSEPH ABBOUD WORLDWIDE

Licensee List - Accessories

Product Categories	Label	Launch	Company	Contact (Bold indicates CEO / President / Director, etc.)	Phone	Fax
Men's Shoes	Joseph Abboud Collection and Joseph Abboud Diamond Label	Spring 1997	Florsheim 1350 Broadway, #1510 NYC 10018	Mr. Rick Anglin Mr. Dave Sanguinetti Ms. Carolyn Most	312-458-2500 212-868-9615	312-458-7470 212-262-8329
Men's Belt and Small Leather Goods	Joseph Abboud Collection Joseph Abboud Diamond Label	Fall 2000	Humphreys Inc. 2009 West Hastings St. Chicago IL, 60608	Mr. Richard Ryan Mr. Larry Fleming	312-997-2358 312-455-3310	312-997-2147
Men's Optical Eyewear & Sunglasses	Joseph Abboud Collection and Joseph Abboud Diamond Label	Fall 1998	Ambassador Eyewear 3600 Marshall La. Bensalem, PA 19020	Mr. Barry Budilav Mr. Kenneth Klimick Mr. Marty Levine	215-633-7868 800-220-2019	215-604-9962 800-245-6862
Men's Fragrance	Joseph Abboud Diamond Label	Spring 1991	Eurofalia/EuroParfums 444 Madison Ave. NYC 10022	Ms. Maria Torres Ms. Carey Lopez Ms. Alexandra Giansanti	212-715-0671	212-715-9912
Men's Watches & Timepieces	Joseph Abboud Collection and Joseph Abboud Diamond Label	Spring 1998	E. Gluck Corp. 29-10 Thomson Ave. L.I.C., NY 11101 Shm: 411 5 th Av, NYC	Mr. Mitchell Gelnick	718-784-0700 718-482-4130 212-679-6455 800-840-2959	718-482-2702 718-482-2700
Men's Scarves Women's Scarves	Joseph Abboud Collection and Joseph Abboud Diamond Label	Fall 1998	V. Fraas 350 5 th Ave. NYC 10118	Mr. Ken Krieger Mr. Roy Chinnici Mr. Jim Pell	212-244-2350	212-629-5739
Men's Sterling Silver Jewelry	Joseph Abboud Collection Joseph Abboud Diamond Label	Fall 2000	Quentin Ashford 1300 Avenue T Brooklyn, NY 11229	Mr. Jacques Baghdadi	718-376-7676 212-944-8383	718-998-9988

JOSEPH ABBOUD WORLDWIDE

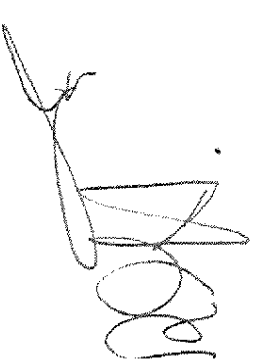
Licensee List - Home

Product Categories	Label	Launch	Company	Contact (Gold indicates CEO etc)	Phone	Fax
Bedding, Bath, Blanket & Besh	Joseph Abboud Diamond Label	Spring 1999	Davidson Cotton Co./Atrium 295 5 th Ave., Suite 312 NYC 10016	Mr. Charles Schlang	212-889-7777 704-947-0880	212-447-4070 704-947-0018
Wall Coverings	Joseph Abboud Diamond Label	Spring 2000	Imperial Home Décor Corp 23645 Mercantile Rd. Cleveland, OH 44122	Mr. Michael Landau Ms. Susan Meek	216-378-5505 216-378-5330 800-539-5399	216-378-5529
Decorative Fabrics	Joseph Abboud Diamond Label	Spring 2000	Kravel 225 Central Avenue, South Bethpage, NY 11714	Ms. Lisa Kravel	212-686-9329 212-421-6363	212-951-7008 212-751-7196
Tablecloths, Place Mats, Kitchen Textiles	Joseph Abboud Diamond Label	Spring 2000	Avon Home Textiles 75 Lundquist Dr. Braintree, MA 02184	Mr. George Kouri, Jr.	516-293-2000 781-843-9600 ext. 206	516-293-2136 781-843-9601 212-213-3757
Hand-made Patchwork Quilts and Accessories	Joseph Abboud Diamond Label	Spring 2000	Hedaya Home Fashions Inc. 295 5 th Ave., Suite 406 NYC 10016	Nathan Hedaya Jack McDonnell	212-889-1111	212-889-1115
Down Comforters and Pillows	Joseph Abboud Diamond Label	Spring 2000	United Feather and Down 414 East Golf Road Des Plaines, IL 60016	Brandon Palmer	847-296-6500	847-296-6616
Shower Curtains and Accessories	Joseph Abboud Diamond Label	Spring 2000	Creative Bath Products, Inc 295 5 th Avenue, Suite 111 New York, NY 10016	Rick Lipton	212-889-2666	212-889-3770
Decorative Pillows	Joseph Abboud Diamond Label	Spring 2000	Bess Manufacturing Co. 1807-27 Huntingdon St. Philadelphia, PA 19125	W. Thomas Kienert	215-425-9450 212-545-8942	215-425-3528 212-689-5102
China	Joseph Abboud Diamond Label	Spring 2000	PTS America, Inc. 222 5 th Avenue New York, NY 10001	Chuck Gallagher	212-889-8301	212-889-6907
Flatware	Joseph Abboud Diamond Label	Spring 2000	Excel 100 Andrews Road Hicksville, NY 11801	Mr. Harmon Stein	516-794-3355	516-794-5250
Mattresses and Box Springs	Joseph Abboud Diamond Label Joseph Abboud Collection	Fall 2000	Simmons Company 1 Concourse Parkway Atlanta, GA 30328-5369	Mr. Scott White	770-206-2647	770-673-2638
Woven and Printed Area Rugs	Joseph Abboud Diamond Label	Fall 2000	Couristan 2 Executive Drive Fort Lee, NJ 07024	Mr. Greg Jordt	201-585-8500 800-223-6186	201-585-8552

JOSEPH ABBOUD WORLDWIDE

Licensee List - International

Product Categories	Label	Launch	Company	Contact (Bold indicates CEO / President / Director, etc.)	Phone	Fax
Men's Tailored Clothing, Furnishings and Sportswear	Joseph Abboud Diamond Label	Fall 1995 (Japan)	Onward Kashiyama 499 7 th Ave. NYC 10018	Mr. Masahumi Kiyohara Ms. Yukiko Okita	212-629-6100	212-629-5067
Men's Clothing, Furn., Sportswear, Accessories	Joseph Abboud Collection and Joseph Abboud Diamond Label	Fall 1999 (Taiwan)	Carnival C/O Ralph Kaufmann 3160 Summit Ave. Highland Park, IL 60035	Mr. Bob Shain Mr. Alfred Wang Mr. Ralph Kaufmann	011-886-227-113-171 847-433-6415	011-886-227-317-367 847-433-6420

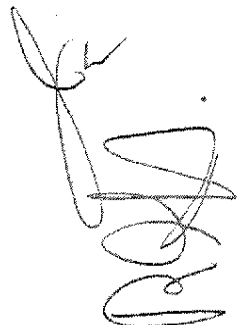


Schwarz 3.8

LICENSE OVERVIEW

MEN'S LICENSES- (OTHER THAN G.F.T.)

1. Pietrafesa - Men's Outwear Fall 2000, First season, replaced Cardinal as Overcoat licensee.
2. Majestic - Swimwear ; No issues.
3. Whaling - Men's Rainwear. No issues.
4. Florsheim - Men's Shoes - Spring 2001 last season. All details provided in due diligence book. Search on for replacement.
5. Humphreys - Men's Belts & Leather Accessories. Fall 2000 1st season- No issues.
6. Ambassador - Eyewear Contract expired. Company filed Chapter 11. Royalties still due Joseph Abboud.
7. EuroItalia - Men's Fragrance. Small underdeveloped business. Looking to find a stronger partner.
8. E.Gluck - Men's Watches. Royalties renegotiated and agreed upon December 6, 1999. In Due Diligence Book.
9. V. Fraas - Men's Scarves. Small business expires Fall 2000. No issues.
10. Quentin Ashford - Men's Jewelry. Fall 2000 First Season. No issues.
11. Cardinal - Men's Overcoats. Contract expired Fall 1999. Replaced by new licensee, Pietrafesa. In litigation.
12. Grieco - Men's Collection. Contract expired Fall 1999. Royalties not received for 1999.



13. DayLor- Contract expired Spring 2000. Royalties not received. In litigation.

WOMEN'S LICENSES

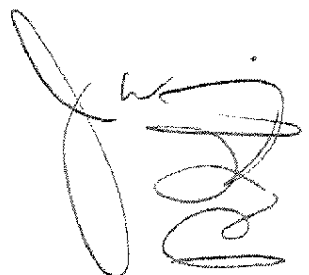
1. Pellari - Women's Collection- Spring 2001 last season. Minimums eliminated due to erosion of business.
2. Pancaldi - Women's Shoes- No business activity. In breach of contract. No funds received. In litigation.

INTERNATIONAL LICENSES

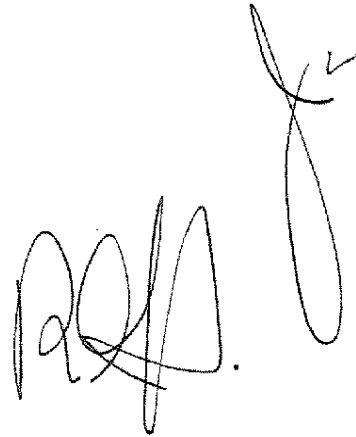
1. Onward Kashiyama - Japan - Contract with G.F.T. Spring 2000 Last Season. Contract renegotiated by Bob Wichser. Awaiting finalization.
2. Carnival - Tiawan - Fall 1999 First Season. No issues.

HOME LICENSES

1. Davidson Cotton Co. - Bedding & Bath. Spring 1999 First Season. First season difficulties in shipping product.
2. Imperial - Wall Coverings. Spring 2000 First Season. No issues.
3. Kravet - Decorating Fabrics. Spring 2000 First Season. No issues.
4. Avon Home Textiles- Tablecloths, Kitchen textiles. Spring 2000 First Season. No issues.
5. Hedava Home Fashions - Handmade Quilts. Spring 2000 First Season. No issues.
6. United Feather & Down - Down Comforters and Pillows. Spring 2000 First Season. No issues.

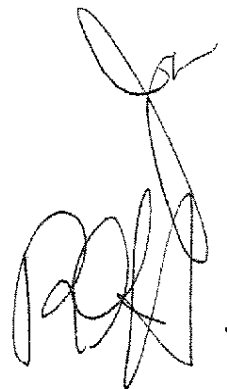
A handwritten signature or set of initials, possibly "W. J. H.", written in dark ink. It consists of a large, stylized capital 'W' followed by a smaller 'J' and an 'H'.

7. Creative Bath – Shower Curtains and Accessories. Spring 2000 First Season. No issues.
8. Bess Manufacturing – Decorative Pillows. Spring 2000 First Season. No issues.
9. PTS America – China. Spring 2000 First Season. No issues.
10. Excel – Flatware. Spring 2000 First Season. No issues.
11. Simmons Company – Mattresses and Box Springs. Fall 2000 First Season. No issues.
12. Couristan – Woven and Printed Area Rugs. Fall 2000 First Season. No issues.

Handwritten signature and initials, possibly "R. J. D." followed by a large, stylized flourish or checkmark.

SCHEDULE 5.1

NONE

A handwritten signature in black ink, consisting of a series of loops and a long vertical stroke, positioned to the right of the word "NONE".

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
JA APPAREL CORP.,

Plaintiff,

v.

JOSEPH ABBOD, HOUNDSTOOTH CORP.,
and HERRINGBONE CREATIVE
SERVICES, INC.,

Defendants.
----- X
----- X

JOSEPH ABBOD, HOUNDSTOOTH CORP.,
and HERRINGBONE CREATIVE
SERVICES, INC.,

Counterclaim Plaintiffs,

v.

JA APPAREL CORP. and MARTIN STAFF,

Counterclaim Defendants.
----- X

Civil Action No. 07 CV 07787 (DAB)

EXHIBIT B